

Appleseed's Intermediate Holdings,
LLC, *et al.*,

Debtors.

Robert N. Michaelson, as Trustee of the
Appleseed's Litigation Trust,

Plaintiff,

V.

Golden Gate Private Equity, Inc., a Delaware Corporation, *et al.*,

Defendants.

Golden Gate Private Equity, Inc., *et al.*,

Counterclaim Plaintiffs,

V.

Robert N. Michaelson, as Trustee of the
Appleseed's Litigation Trust,

Counterclaim Defendant.

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

Chapter 11

Case No. 11-10160 (KG)

Civil Action No. 11-807 (JEI/KM)

Jeffrey D. Farmer, Bradford J. Farmer, Brent A.)
Bostwick and Vito Kowalchuk,)
)
Cross Claim Plaintiffs,)
)
v.)
)
Golden Gate Private Equity, Inc., <i>et al.</i> ,)
)
)
Cross Claim Defendants.)
_____)
)
Jeffrey D. Farmer, Bradford J. Farmer, Brent A.)
Bostwick and Vito Kowalchuk,)
)
Third Party Plaintiffs,)
)
v.)
)
T. Neale Attenborough, Brenda Koskinen, <i>et al.</i>)
and Doe Defendants 1-15,)
)
Third Party Defendants.)
_____)

**SIXTH STIPULATION AND ORDER EXTENDING TIME
TO RESPOND TO CROSS CLAIMS AND THIRD PARTY COMPLAINT**

IT IS HEREBY STIPULATED AND AGREED, subject to the approval and order of the Court, that the time for all Cross Claim Defendants¹ and Third Party Defendants² to answer, plead, move or otherwise respond to the June 13, 2012 Cross Claims And Third Party

¹ The "Cross Claim Defendants" are: Golden Gate Private Equity, Inc.; Golden Gate Capital Management II, L.L.C.; GGC Administration, L.L.C.; Orchard Brands Corporation f/k/a Appleseed's Topco, Inc. n/k/a/ OBC Intermediate LLC; Orchard Brands Topco LLC n/k/a OBC Topco LLC; Catalog Holdings, LLC, and Series thereof, including, without limitation, Catalog Holdings LLC - Series B (Draper's), Catalog Holdings LLC - Series C (Appleseed's), Catalog Holdings LLC - Series D (NTO) and Catalog Holdings LLC - Series E (Haband); Golden Gate Capital Investment Fund II, L.P.; Golden Gate Capital Investment Fund II (AI), L.P.; Golden Gate Capital Associates II-QP, L.L.C.; Golden Gate Capital Associates II-AI, L.L.C.; CCG AV, L.L.C., and all Series thereof, including, but not limited to, CCG AV, L.L.C. - Series C (GGC Co-Invest), CCG AV, L.L.C. - Series I (Bain), CCG AV, L.L.C. - Series K (K&E) and CCG AV, L.L.C. - Series K; Webster Capital Founders' Fund, L.P.; Webster II, L.L.C.; Webster III, L.L.C.; Stefan Kaluzny; and Joshua Olshansky.

² The "Third Party Defendants" are: T. Neale Attenborough; Brenda Koskinen; Claire Spofford; John Civali; Dave Walde; American Capital Strategies, Ltd.; and Doe Defendants 1-15 (names and capacities to be provided on Amendment).

Complaint Of The FBK Defendants, is extended to and including January 3, 2012. This Stipulation applies to all Cross Claim Defendants and Third Party Defendants, whether or not such party has signed this stipulation or otherwise entered its appearance.

No party waives any right, argument, or objection, including, but not limited to objections based on venue or personal jurisdiction, as a result of this Stipulation.

Dated: November 30, 2012

[Counsels' signature page follows]

RICHARDS, LAYTON & FINGER, P.A.

/s/ Drew G. Sloan

Mark D. Collins (No. 2981)
Robert J. Stearn, Jr. (No. 2915)
Drew G. Sloan (No. 5069)
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
Telephone: (302) 651-7700
Facsimile: (302) 651-7701
Email: Collins@rlf.com
Stearn@rlf.com
Sloan@rlf.com

-and-

MILBANK, TWEED, HADLEY & McCLOY LLP

Sander Bak (*pro hac vice*)
Linda Dakin-Grimm (*pro hac vice*)
I Chase Manhattan Plaza, 46th Floor
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219
Email: ldakin-grimm@milbank.com
sbak@milbank.com

Robert J. Moore (*pro hac vice*)
601 S. Figueroa Street, 30th Floor
Los Angeles, California 90017
Telephone: (213) 892-4000
Facsimile: (213) 629-5063
Email: rmoore@milbank.com

*Counsel for The GGC Defendants,³ T. Neale
Attenborough, Claire Spofford and John Civali*

BLANK ROME LLP

/s/ Elizabeth A. Sloan

Elizabeth A. Sloan (No. 5045)
Victoria A. Guilfoyle (No. 5183)
1201 N. Market Street, Suite 800
Wilmington, DE 19801
Telephone: (302) 425-6472
Facsimile: (302) 425-6464
E-Mail: Guilfoyle@blankrome.com

-and-

BLANK ROME LLP

Ian M. Comisky
Earl M. Forte
One Logan Square
130 North 18th Street
Philadelphia, PA 19103
Telephone: (215) 569-5500
E-mail: Comisky-im@blankrome.com
forte@blankrome.com

*Counsel for Defendants Jeffrey Farmer, Brent
Bostwick, Bradford Farmer and Vito
Kowalchuk*

MACAULEY LLC

/s/ Thomas G. Macauley

Thomas G. Macauley (No. 3411)
300 Delaware Avenue, Suite 760
Wilmington, DE 19801
Telephone: (302) 656-0100
E-mail: tm@macdelaw.com

³ The "GGC Defendants" are the following entities and individuals: Golden Gate Private Equity, Inc.; Golden Gate Capital Management II, LLC; GGC Administration, LLC; Orchard Brands Corporation (formally known as Appleseed's Topco, Inc.); Orchard Brands Topco LLC; Catalog Holdings, LLC; Catalog Holdings, LLC – Series B (Draper's); Catalog Holdings, LLC – Series C (Appleseed's); Catalog Holdings, LLC – Series D (NTO); Catalog Holdings, LLC – Series E (Haband); Golden Gate Capital Investment Fund II, LP; Golden Gate Capital Investment Fund II (AI), LP; Golden Gate Capital Associates II-QP, LLC; Golden Gate Capital Associates II-AI, LLC; CCG AV, LLC; CCG AV, LLC – Series C (GGC Co-Invest); CCG AV, LLC – Series I (Bain); CCG AV, LLC – Series K (K&E); CCG AV, LLC – Series K; Stefan Kaluzny; and Joshua Olshansky.

HOLLAND & KNIGHT

Elizabeth Mitchell
Brett Carroll
10 Saint James Avenue
11th Floor
Boston, MA 02116
Telephone: 617.523.2700
Fax: 617.523.6850
Brett.carroll@hklaw.com

Counsel for Brenda Koskinen

and-

FOLEY HOAG LLP

Andrew Z. Schwartz (pro hac vice application to
be filed)
155 Seaport Boulevard
Boston, MA 02210-2600
Telephone: (617) 832-1155
Facsimile: (617) 832-7000
Email: aschwartz@foleyhoag.com

Counsel for Dave Walde

-

ARNOLD & PORTER LLP

Justin S. Antonipillai (pro hac vice application to
be filed)
555 Twelfth Street, NW
Washington, DC 20004-1206
Telephone: (202) 942-5000
Facsimile: (202) 942-5999
Email: Justin.Antonipillai@aporter.com

Counsel for American Capital Strategies, Ltd.

SO ORDERED on this _____ day of _____, 2012.

United States Magistrate/District Court Judge